

**RAJASTHAN STATE INDUSTRIAL DEVELOPMENT & INVESTMENT  
CORPORATION LIMITED:**

CIN:U13100RJ1969SGC001263

Regd. Office:Udyog Bhawan, Tilak Marg, JAIPUR-302 005.

Phone: 2227751, 53-55, 5113201-05 Fax -0141-5104804

E-mail:riico@riico.co.in Website:[www.riico.co.in](http://www.riico.co.in)

All Shareholders, Director, CFO,  
Statutory & Secretarial Auditor  
RIICO Limited, Jaipur.

**NOTICE**

Notice is hereby given that the 49th Annual General Meeting of the Shareholders of the Rajasthan State Industrial Development & Investment Corporation Limited (RIICO) will be held on Thursday the 15<sup>th</sup> November 2018 at 11.30 A.M. at its registered office at Udyog Bhawan, Tilak Marg, Jaipur to transact the following business: -

**ORDINARY BUSINESS**

1. To receive, consider and adopt the standalone Ind-AS Audited Financial Statements of the Company along with consolidated financial statements for the financial year ended on 31<sup>st</sup> March 2018 together with Board's Report and Auditors' Report thereon.

**SPECIAL BUSINESS**

2. **Approval for increase in Audit Fee of Statutory Auditors for the financial year 2016-17.**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

“**RESOLVED** that pursuant to Section 142 and all other applicable provisions of the Companies Act 2013, approval be and is hereby accorded to increase in Audit Fee of Statutory Auditors from Rs.4,50,000/- to Rs. 5,00,000/- for the financial year 2016-17.”

3. **Approval for revision in Audit Fee of Statutory Auditors for the financial year 2017-18 and onwards.**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

“**RESOLVED** that pursuant to Section 142 and all other applicable provisions of the Companies Act 2013, approval be and is hereby accorded for revision in Audit Fee of Statutory Auditors from Rs.5,00,000/- to Rs. 6,00,000/- for the financial year 2017-18 and onwards.”

#### 4. Approval of remuneration of the Cost Auditors for the financial year 2018-19.

To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

**“RESOLVED** that pursuant to Section 148 (3) and all other applicable provisions of the Companies Act 2013 and the Companies (Audit & Auditor) Rules, 2014, the remuneration payable to M/s. A. Goyal & Company, Cost Accountant, Jaipur, as Cost Auditor of the Company for the financial year 2018-19, be and is hereby approved at consolidated fee of Rs.30,000/- per annum, plus GST.

By order of the Board of Directors,

D.K.Sharma  
Secretary

Place: Jaipur

Dated 5th November 2018.

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- Note: 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. Proxy Form in Form MGT-11 and Attendance Slip are enclosed.
2. Consent of the shareholders of the Company required pursuant to Sections 101(1) & 136 of the Companies Act 2013, for shorter notice, has been received.
3. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the meeting is also enclosed.
4. The report of the Comptroller & Auditor General of India has been received and enclosed herewith alongwith the management replies.

**EXPLANATORY STATEMENT**

**ITEM NO. 2**

**Approval for increase in Audit Fee of Statutory Auditors for the financial year 2016-17.**

In accordance with the provisions of Section 142 and all other applicable provisions of the Companies Act 2013 the increase in remuneration payable to Statutory Auditors has to be approved by the shareholders of the Company.

The Board of Directors of the Company in its meeting held on 27<sup>th</sup> March 2018 has recommended to the shareholders for increase in Audit Fee of Statutory Auditors from Rs.4,50,000/- to Rs. 5,00,000/- for the financial year 2016-17, in view of substantial increase in volume of work in conducting the audit of all the units offices and head office due to introduction of Indian Accounting Standard from Financial Year 2016-17.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item 2 of the Notice for increase in audit fee to Statutory Auditors, from Rs.4,50,000/- to Rs. 5,00,000/- for the financial year 2016-17.

No Director, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution given in Item 2.

**ITEM NO. 3**

**Approval for revision in Audit Fee of Statutory Auditors for the financial year 2017-18 and onwards.**

In accordance with the provisions of Section 142(1) and all other applicable provisions of the Companies Act 2013, the revision in remuneration payable to Statutory Auditors has to be approved by the shareholders of the Company.

The Board of Directors of the Company in its meeting held on 29<sup>th</sup> June 2018 has recommended to the shareholders for revision in Audit Fee of Statutory Auditors from Rs.5,00,000/- to Rs. 6,00,000/- for the financial year 2017-18 and onwards, in view of rise in cost of manpower over the years and substantial increase in volume of work in conducting the audit of all the units offices and Head Office and preparation of financial statements as per Indian Accounting Standard.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item 3 of the Notice for revision in remuneration payable to Statutory Auditors from Rs.5,00,000/- to Rs. 6,00,000/- for the financial year 2017-18 and onwards.

No Director, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution given in Item 3.

**ITEM NO. 4**

**Approval of remuneration of the Cost Auditors for the financial year 2018-19.**

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s. A. Goyal & Company, Cost Auditor, has to be approved by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item 4 of the Notice for approval of remuneration payable to M/s. A. Goyal & Company, Cost Auditor, at consolidated fee of Rs.30,000/- per annum, plus GST, for financial year 2018-19.

No Director, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution given in Item 4.

The Board recommends the resolutions set forth in Item No. 2 to 4 for approval of the members.

By order of the Board of Directors,

**D.K.Sharma**  
**Secretary**

Place: Jaipur

Dated: 5<sup>th</sup> November 2018.

**FORM No. MGT – 11**

**Proxy Form**

*[Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

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|                       |  |
|-----------------------|--|
| Name of the member(s) |  |
| Registered address:   |  |
| E-mail Id:            |  |
| Folio No.             |  |

I, being the member (s) of .....shares of the above named company, hereby appoint

|   |   |   |
|---|---|---|
| 1.Name.....<br>Address:                         | 2.Name.....<br>Address:                         | 3.Name.....<br>Address:                         |
| E-mail Id:<br>Signature....., or<br>Failing him | E-mail Id:<br>Signature....., or<br>Failing him | E-mail Id:<br>Signature....., or<br>Failing him |

As my proxy to attend and vote (on a poll) for me and on my behalf at the 49th Annual General Meeting of the Company, to be held on Friday the 28<sup>th</sup> September 2018 at \_\_\_\_\_ at the registered office of the Company situated at Udyog Bhawan, Tilak Marg, Jaipur and at any adjournment thereof in respect of such resolutions as contained in the Notice of the Said Annual General Meeting.

Signed this.....day of November 2018.

Signature of shareholder .....

Affix  
Revenue  
Stamp

Signature of Proxy holder(s).....

**NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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**ATTENDANCE SLIP**

*Please fill attendance slip and hand it over at the entrance of the meeting hall  
Joint shareholders may obtain additional slip at the venue of the meeting.*

**Folio No.**

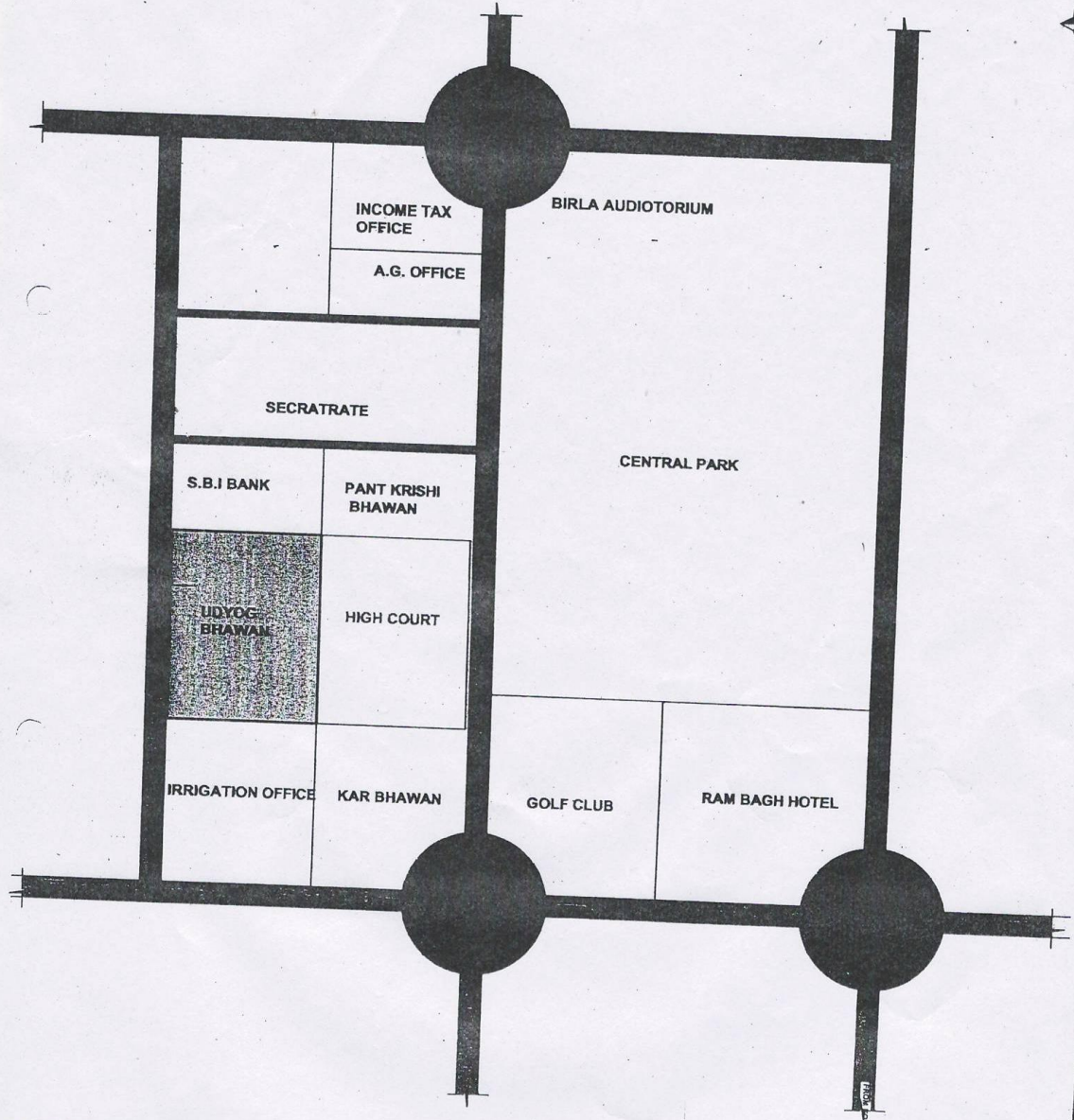
**No. of Shares.**

Name and address of the Shareholder.....

.....

I hereby record my presence at the 49<sup>th</sup> Annual General Meeting of the Company held on Thursday 15<sup>th</sup> November 2018 at 11.30 A.M in the Board Room of the Company at Udyog Bhawan, Tilak Marg, Jaipur.

Signature of the shareholder



INCOME TAX OFFICE  
A.G. OFFICE

BIRLA AUDIOTORIUM

SECRATRATE

CENTRAL PARK

S.B.I BANK

PANT KRISHI BHAWAN

UDYOG BHAWAN

HIGH COURT

IRRIGATION OFFICE

KAR BHAWAN

GOLF CLUB

RAM BAGH HOTEL